

# EXHIBIT 1



Harris's applicant records demonstrating the procedure by which Ms. Lailer accepted her position as a Private Wealth Advisor II with BMO Harris.

4. On December 4, 2015, she was invited by email to apply for the position of Private Wealth Advisor II. That same day, Ms. Lailer completed the application for the position and submitted her e-signature on that application to the bank.

5. Ms. Lailer was then offered the position. On December 7 and again on December 14, 2015, Ms. Lailer was sent an email communication that directed her to log on in the Taleo-applicant tracking system at the bank and to complete the online acceptance process. She would then have been prompted to follow a four-step process.

6. The end of the four-step process includes a screen called "Offer Letter Acceptance." This screen advises that "Completing this step creates an electronic signature to this letter that is legally binding as a handwritten signature." It states: "By selecting 'Yes, I accept' you acknowledge that you have read this offer letter and accept the offer." It also states: "By selecting 'No, I decline' you acknowledge that you have read this offer letter and decline the offer." The employee is then able to select "Yes, I accept" or "No, I decline" from a pull down menu. The employee then selects the date, enters her full name, email address and her unique employee identifier number. Ms. Lailer completed this process and accepted the Private Wealth Advisor II position at 10:08 a.m. on December 15, 2015.

7. A true and correct copy of the record of Ms. Lailer's acceptance in this case is attached as Exhibit A here.

8. A true and correct copy of the offer letter linked to Ms. Lailer's acceptance is attached hereto as Exhibit B.

9. Ms. Lailer obtained her new position as Private Wealth Advisor II with the bank as described above.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: July 11, 2016

A handwritten signature in cursive script, appearing to read "Sara Dassow", is written over a horizontal line.

Sara Dassow

# EXHIBIT A

**From:** Byars, Amy <Amy.Byars@bmo.com>  
**Sent:** Tuesday, March 15, 2016 1:26 PM  
**To:** Dassow, Sara  
**Subject:** Screen shot - candidate acceptance

Lailer, Elizabeth J applied for requisition:

## Private Wealth Advisor II - Grade 8 (1500026963)



Job Submission ▾ Attachments Offers Offer Approvals Referral History

Edit

### 1. Resume

#### Candidate Personal Information

Taleo ID

50220

First name

Elizabeth J

Middle Name

Last name

Lailer

Address (line 1)

Address (line 2)

City

N70 W27588 Glacier Pass

Hartland

Place of Residence

United States > Wisconsin

Postcode

53029

Primary Number

2625380603

Work Phone Number

2627831010

E-mail Address

50220@invalidemail.com

Date of Availability

12/04/15

Please make your selection:

Date

Please enter

Yes, I accept

12/15/15

Elizabeth L

Please enter your unique identifier, i.e. your last name followed by your zip code/ postal code.

lailer53005

Amy Byars | Senior Consultant, Talent Management Systems | Talent Planning & Acquisition  
BMO Financial Group | 55 Bloor St. West | Toronto, ON, M4W 1A5  
amy.byars@bmo.com  
(T) 416-927-3761 | (M) 647-242-8742  
Visit us at www.bmo.com

We're here to help.

This email and its attachments are confidential. Any unauthorized use or disclosure is prohibited. If you receive this email in error, please notify me by reply email and permanently delete the original without making any copies or disclosing its contents.

# EXHIBIT B





December 14, 2015

Elizabeth J Lailer  
N70 W27588 Glacier Pass  
Hartland, Wisconsin  
53029

Dear Elizabeth,

I am pleased to offer you a transfer to a new role with BMO Harris Bank N.A., part of BMO Financial Group (Company).

**Your Role**

Your new role begins on December 20, 2015, as a full-time Private Wealth Advisor Director II - Grade 8.

Your title is Vice President.

**Base Pay**

Your base pay will be USD\$142,500.00 annually, paid every two weeks in accordance with the Company's pay policy.

**Short-Term Incentive Plan (STIP)**

Annual incentive or performance pay programs are an important part of the Company's total compensation. These programs reward eligible employees for their individual achievement of annual goals and the business's fiscal year performance. Awards are typically made in December in accordance with the terms of the plan. You must be actively employed by the Company at bonus payout time to receive this bonus.

**Senior Manager Equity Program**

You will be considered for the Senior Manager Equity Program (SMEP), which is a discretionary bonus for non-executive senior employees for demonstrated performance. You will be considered based on several factors, including whether you have maintained high performance and have the potential to make even more significant contributions in the future. Any discretionary amount of SMEP awarded to you would be converted into Bank of Montreal Restricted Share Units which would vest in three years and be paid in accordance to the terms of the plan.

**Continued "at-will" Employment**

You will continue to be an at-will employee of the Company without any guaranteed minimum annual compensation.

**Benefits**

The Company offers a benefits program for you and your eligible dependents that includes:

- health & insurance benefits
- income protection
- spending accounts
- pension
- savings
- work/life programs

For more information regarding your benefits and eligibility, please refer to [www.myaccessbenefits.com](http://www.myaccessbenefits.com).

**Vacation**

You are entitled to take 176 hours of vacation per calendar year.

**Outside Business Activities & Conflict of Interest**

You must not engage in any other business or paid employment without the Company's prior written consent.

**Keeping Information Confidential**

You must protect the confidential and proprietary information of the Company, our clients, suppliers and employees. You must comply with all laws and Company policies that restrict the use, disclosure, collection and access of confidential and proprietary information.

**Return Company Property, and Company and Client Information**

When your employment with the Company ends, you must return all Company property, and all Company and client information, in all formats, and you must not keep any copies.

**Resignation from Employment**

If you resign, you must give the Company no less than sixty (60) days' written notice before the date you plan to leave. You will co-operate in any transition and other duties the Company requires. The Company will pay you no less than your base salary during this period. You will remain an employee of the Company, even where, in its discretion, it does not require you to work during the sixty (60) days.

**Non-Solicitation**

During your employment and for twelve months following the end of your employment with the Company, you must not, directly or indirectly solicit: (i) a person who you know is an employee of the Company to leave his or her employment; and (ii) any client of the Company that you serviced during your last twelve months with the Company to offer any product or service that is the same as or similar to any product or service that you provided to that client previously.

**BMO's Code of Conduct and Other Policies**

You must comply with BMO's Code of Conduct (Code) and with Company policies. The Code and Company policies help the Company maintain the personal and professional conduct essential to our business, and protect our customers' assets or financial information. You must also comply with all applicable industry rules and regulations. If you fail to comply with the Code, any Company policy, or applicable industry rules and regulations, the Company may take corrective action, including termination. Refusing to help in a Code violation investigation, or retaliating against someone for filing a complaint under the Code, may also lead to the same corrective action. We may contact authorities if laws and/or regulations are violated. The Company may also pursue civil action for damages or harm caused by these violations.

**Accepting the Position**

You have carefully read and understood your obligations under this agreement. You accept this offer voluntarily.

Please provide your e-signature response by December 17, 2015. If you need additional time to consider this offer or have any questions, please contact your recruiter, Phyllis Milia at 312-461-3149.

I look forward to you joining our team.

Sincerely,  
Leslie K Meisner  
Managing Director  
414-287-7067, [Leslie.Meisner@bmo.com](mailto:Leslie.Meisner@bmo.com)  
BMO Harris Bank N.A.

# EXHIBIT 2

**From:** Lailer, Libby [<mailto:LLailer@rwbaird.com>]  
**Sent:** Monday, March 14, 2016 11:44 AM  
**To:** :  
**Subject:** An Important Message from Libby Lailer

Great partnerships begin  
with great people.

**BAIRD**

Private Wealth  
Management

As your Financial Advisor, my most important responsibility is to look out for your best interests – always. That's why I'm excited to inform you of our new partnership with Baird.

In selecting the right firm to support our important relationship, Rachel and I spoke with representatives from some of the largest and most reputable names in the industry. Ultimately, our research led us to Baird, where we are happy to say we've found a partner who shares our passion for creating great outcomes in people's lives. We're eager to put Baird's global resources and client-first culture to work toward your goals.

We will contact you shortly about the transition process and any questions you might have. In the meantime, please take a moment to learn more about Baird. Once you have, I'm sure you'll agree we couldn't ask for a better partner.

We appreciate the opportunity to serve you and look forward to continuing our relationship for many years to come.

Thank you,

**Libby Lailer**  
Vice President  
Financial Advisor  
262-523-5618  
[llailer@rwbaird.com](mailto:llailer@rwbaird.com)

**Rachel Hodorff**  
Client Assistant  
262-523-5677  
[rhodorff@rwbaird.com](mailto:rhodorff@rwbaird.com)

**Baird**  
One Riverwood Place  
N17 W24222 Riverwood Drive, Suite 240  
Waukesha, WI 53188



Libby Lailer



Rachel Hodorff

262-523-3800 . 800-711-6127  
[rwbaird.com](http://rwbaird.com)

Private Wealth Management    Capital Markets – Investment Banking    Private Equity    Asset Management

If you do not wish to receive further Baird email announcements, reply to this email with "Remove Me" in the subject line.

Robert W. Baird & Co. Incorporated. 777 East Wisconsin Avenue, Milwaukee, WI 53202. 800-RW-BAIRD. [rwbaird.com](http://rwbaird.com). MC-47382.

\*\*\*\*\*

Robert W. Baird & Co. Incorporated does not accept buy, sell or other transaction orders by e-mail, or any instructions by e-mail that require a signature. This e-mail message, and any attachment(s), is not an offer, or solicitation of an offer, to buy or sell any security or other product. Unless otherwise specifically indicated, information contained in this communication is not an official confirmation of any transaction or an official statement of Baird. The information provided is subject to change without notice. This e-mail may contain privileged or confidential information or may otherwise be protected by other legal rules. Any use, copying or distribution of the information contained in this e-mail by persons or entities other than the intended recipient is prohibited. If you received this in error, please contact the sender and delete the material from any computer on which it exists. Baird, in accordance with applicable laws, reserves the right to monitor, review and retain all electronic communications, including e-mails, traveling through its networks and systems. E-mail transmissions cannot be guaranteed to be secure, timely or error-free. Baird therefore recommends that you do not send any sensitive information such as account or personal identification numbers by e-mail.

\*\*\*\*\*